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MERGER OR SHARE EXCHANGE

STORMANN'S HOLDINGS, INC.

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Mergers

6/3/05

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**ARTICLES OF MERGER
OF
SAN FELIX OVERSEAS, INC.,
a British Virgin Islands Company
INTO
STORMANN'S HOLDINGS, INC.,
a Florida Corporation**

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DIVISION OF CORPORATIONS
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Pursuant to the provisions of Section 607.1105 Florida Statutes, the undersigned adopt the following Articles of Merger for the purpose of merging San Felix Overseas, Inc., a British Virgin Islands company ("Merging Entity") into Stormann's Holdings, Inc., a Florida corporation ("Surviving Entity").

1. The exact name, street address of its principal office, jurisdiction, and entity type for each Merging Entity are as follows:

- a. San Felix Overseas, Inc.
Overseas Management Company Trust (B.V.I.) Ltd.,
OMC Chambers, P.O. Box 3152,
Road Town, Tortola, British Virgin Islands
Jurisdiction: British Virgin Islands
Entity Type: Corporation (International Business Company)
- b. Stormann's Holdings, Inc.
11174 SW 37th Manor
Davie, FL 33328
Jurisdiction: Florida
Entity Type: Corporation

2. The exact name, street address of its principal office, jurisdiction, and entity type of the Surviving Entity are as follows:

Stormann's Holdings, Inc.
11174 SW 37th Manor
Davie, FL 33328
Jurisdiction: Florida
Entity Type: Corporation

3. The Plan and Agreement of Merger, a copy of which is attached as Exhibit A hereto and is hereby incorporated within these Articles of Merger, was approved by the shareholders of the Merging Entity on May 23, 2005, and the shareholders of the Surviving Entity on May 23, 2005, in the manner prescribed under Section 607.1103, Florida Statutes.

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4. The Plan and Agreement of Merger meets the requirements of sections 607.1101 and/or 607.1107, Florida Statutes, and was approved by each company that is a party to the merger in accordance with Chapter 607, Florida Statutes and in accordance with the laws of the British Virgin Islands.

5. The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the governing documents of any party to the merger.


6. The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

7. The effective date of the merger shall for all purposes be the date the Articles of Merger are filed with Florida Department of State.

These Articles of Merger may be executed in one or more counterparts, all of which together shall constitute the same document, and facsimile signatures shall have the same effect as original signatures.

NOW, THEREFORE, the undersigned have caused these Articles of Merger to be executed on this 23rd day of May, 2005.

SAN FELIX OVERSEAS,
a British Virgin Islands company

By: 
Detlef Fahle, President

STORMANN'S HOLDINGS, INC.,
a Florida corporation

By: 
Detlef Fahle, President

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**PLAN AND AGREEMENT OF MERGER
OF
SAN FELIX OVERSEAS, INC.
INTO
STORMANN'S HOLDINGS, INC.**

THIS PLAN AND AGREEMENT OF MERGER ("Agreement") is entered into as of the 23rd day of May, 2005 by and between San Felix Overseas, Inc., a British Virgin Islands company ("San Felix"), and Stormann's Holdings, Inc., a Florida corporation ("Holdings").

WITNESSETH:

WHEREAS, San Felix is an International Business Company duly organized and existing under the laws of the British Virgin Islands;

WHEREAS, Holdings is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, the laws of the British Virgin Islands permit a merger of a British Virgin Islands International Business Company with and into a Florida corporation;

WHEREAS, the laws of the State of Florida permit a merger of a British Virgin Islands International Business Company with and into a Florida corporation;

WHEREAS, the Board of Directors of San Felix deem it advisable and in the best interest of San Felix and its respective shareholders, that San Felix merge with and into Holdings pursuant to the Florida Statutes;

WHEREAS, the Board of Directors of Holdings deem it advisable and in the best interest of Holdings and its respective shareholders, that San Felix merge with and into Holdings pursuant to the Florida Statutes;

WHEREAS, the Board of Directors of San Felix and of Holdings, by resolutions duly adopted have approved the terms and conditions of this Agreement and directed that the proposed merger be submitted to the shareholders of San Felix and of Holdings, and have recommended to such shareholders, approval of the terms and conditions hereinafter set forth;

WHEREAS, San Felix and Holdings have agreed that San Felix shall merge into Holdings upon the terms and conditions and in the manner set forth in this Agreement and in accordance with the Florida Statutes;

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NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, warranties, and representations contained in this Agreement, and in order to consummate this transaction described above, San Felix and Holdings, agree as follows:

1. San Felix and Holdings agree that San Felix shall be merged into Holdings, as a single company, upon the terms and conditions of this Agreement, and that Holdings shall continue under the laws of the State of Florida as the surviving company (the "Surviving Company"), and they further agree as follows:

a. The purposes, the registered agent, the address of the registered office, directors, and officers of the Surviving Company shall be as appears in the articles of incorporation of Holdings as on file with the office of the Secretary of State of the State of Florida on the date of this Agreement. From and after the Effective Date (as herein defined), and until further amended, altered, or restated as provided by law, the articles of incorporation separate and apart from this Agreement shall be and may be separately certified as the articles of incorporation of the Surviving Company.

b. The persons who upon the Effective Date of the merger constitutes the board of directors and officers of Holdings shall be the persons constituting the board of directors and officers of the Surviving Company on the Effective Date.

2. This Agreement was submitted to the shareholders of San Felix and of Holdings for their consent and approval in accordance with Sections 607.1103 of the Florida Statutes; was adopted and approved in accordance with the laws of the state, and, as promptly as practicable, shall be certified by the secretary of San Felix and of Holdings; this Agreement, the appropriate Articles of Merger, and such other documents as are necessary to consummate the merger shall be signed, acknowledged, and filed pursuant to the laws of the State of Florida and the British Virgin Islands.

3. The Effective Date for all purposes herein of the merger of San Felix with and into Holdings shall be the date of filing of the Articles of Merger with the Florida Secretary of State (the "Effective Date" of the merger).

4. On the Effective Date, each share of San Felix's common stock, \$1.00 par value per share, issued and outstanding immediately before the Effective Date, by virtue of the merger and without any action on the part of the shareholders of Holdings shall be converted into one (1) share of Holdings common stock, \$0.01 par value per share. All shares of Holdings common stock issued and outstanding immediately before the Effective Date, by virtue of the merger and without any action on the part of the shareholders of Holdings shall not be converted or changed in any way.

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5. San Felix and Holdings shall each take all appropriate action to comply with the applicable laws of the State of Florida and the British Virgin Islands in connection with the contemplated merger.

6. Upon the Effective Date, the transfer books of San Felix shall be closed and no transfer of shares of common stock shall be made or consummated thereafter.

7. Prior to and at the Effective Date, San Felix and Holdings shall take all action necessary or appropriate in order to effectuate the merger. In case at any time after the Effective Date the Surviving Company shall determine that any further conveyance, assignment or other document or any further action is necessary or desirable to vest in the Surviving Company full title to all properties, assets, rights, privileges and franchises of the Company, the officers and directors of San Felix shall execute and deliver all instruments and take all action the Surviving Company may determine to be necessary or desirable in order to vest in and confirm to the Surviving Company title to and possession of all those properties, assets, privileges and franchises, and otherwise to carry out the purposes of this Agreement.

8. At and after the Effective Date, Holdings shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, both public and private, all of the property, real, personal, and mixed, of each of the merging entities; all debts due to San Felix of whatever account shall be vested in Holdings; all claims, demands, property, rights, privileges, powers, and franchises, of every other interest of either of the entities shall be effectively the property of Holdings, as they were of the respective entities; the title to any real estate vested by deed or otherwise vested in San Felix, shall not revert or be in any way impaired, by reason of the merger, but shall be vested in Holdings; all rights of creditors and all liens upon any property of either entity shall be reserved unimpaired, limited in lien to the property affected by such lien as of the effective date; all debts, liabilities, and duties of each of the merging entities shall thenceforth attach to Holdings and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it.

9. Holdings hereby appoints Intrastate Registered Agent Corporation as its registered agent for service of process in the State of Florida in any proceeding for enforcement of any obligation of Holdings, as well as for any obligation of San Felix arising from, or in connection with, this merger, including any suit or other proceeding to enforce the right of any dissenting shareholder determined pursuant to the provisions of the Florida Statutes.

10. This Agreement embodies the entire agreement between the parties. There have not been and there are no agreements, covenants, representations or

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warranties between the parties other than those expressly stated or expressly provided for in this Agreement.

11. All notices, requests, demands and other communications shall be in writing and shall be deemed to have been duly given if delivered or mailed, first class postage prepaid:

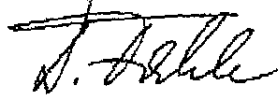
a. If to San Felix Overseas, Inc. to:
Mr. Detlef Fahle
11174 SW 37th Manor
Davie, FL 33328

b. If to Stormann's Holdings, Inc. to:
Mr. Detlef Fahle
11174 SW 37th Manor
Davie, FL 33328

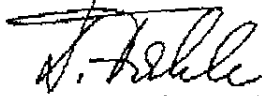
12. This Agreement is made pursuant to and shall be construed under the laws of the State of Florida. It shall inure to the benefit of and be binding upon San Felix and Holdings, and their respective successors and assigns; nothing in this Agreement, expressed or implied, is intended to confer upon any other person any rights or remedies upon or by reason of this Agreement.

NOW, THEREFORE, San Felix and Holdings, have signed this Plan and Agreement of Merger on the date first written above.

SAN FELIX OVERSEAS, INC.

By: 
Detlef Fahle, Director

STORMANN'S HOLDINGS, INC.

By: 
Detlef Fahle, Director

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